

March 25, 2004

The Fleming Company
1945 Lakepoint Drive
P. O. Box 2993
Lewisville, TX 75029

ATTN: Archie Dykes

COPY

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

Inv.# 2761964

IN THE MATTER OF Adversary Proceedings & Contested Matter
File No. 40575-0003

For legal services rendered through February 29, 2004 (see attached Description of Legal Services for detail)	\$ 121,741.00
For disbursements incurred through February 29, 2004 (see attached Description of Expenses for detail)	\$ 8,648.29
Total for legal services rendered and expenses incurred	\$ 130,389.29

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

Summary of Hours Billed

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard S Berger	3.80	655.00	2,489.00
Erin N Brady	4.00	360.00	1,440.00
Damian D Capozzola	66.00	480.00	31,680.00
Shirley S Cho	6.20	465.00	2,883.00
Christopher Frost	8.20	415.00	3,403.00
Marjon E Ghasemi	2.10	405.00	850.50
Steven R Kotarba	.50	440.00	220.00
Eric C Liebeler	34.10	575.00	19,607.50
Sydne J Michel	19.20	480.00	9,216.00
James B Ransom	1.70	415.00	705.50
Romana O Samad	4.90	235.00	1,151.50
Greer N Shaw	45.30	415.00	18,799.50
Laura Thomas	6.00	360.00	2,160.00
Richard L Wynne	15.40	695.00	10,703.00
Andrew J Groesch	4.00	210.00	840.00
David Hernandez	4.00	135.00	540.00
Antoinette Huerta	46.50	105.00	4,882.50
Allison Mayo Andrews	10.30	185.00	1,905.50
Michael G Najjarpour	.60	120.00	72.00
Raymond F Roman	11.50	105.00	1,207.50
Denise Wymore	.80	210.00	168.00
Edgar I Yep	10.00	105.00	1,050.00
Thomas Augspurger	3.00	270.00	810.00
Duy Q Doan	2.00	185.00	370.00
Julia Galyen	5.80	270.00	1,566.00
Kenneth Robling	4.80	270.00	1,296.00
James R Strohl	11.50	150.00	1,725.00
Total	332.20		\$ 121,741.00

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

Description of Legal Services

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
2/01/04	4.00	Antoinette Huerta	Update main adversary matter files with electronically sent correspondence, pleadings, evidentiary documents and other attachments for period between 01/16 - 01/21/2004 (3.5); update deposition database with electronically received depositions (.5).
2/01/04	.10	Richard L Wynne	Telephone conference with S. Cho re deposition issues and E. Liebeler re Price Choppers.
2/02/04	6.00	Edgar I Yep	Prepare documents to send via Federal Express to Delaware for upcoming DSD hearing (4.5); compile documents and prepare for possible court filing, per D. Capozzola re continuing upcoming hearing (1.5).
2/02/04	3.00	Allison Mayo Andrews	Prepare evidentiary material to transmit to Hartley Martyn (1.0); review, process and collate incoming case documents(2.0)
2/02/04	1.20	Christopher Frost	Analyze issues re and revise Gorman Foods settlement and communicate with M. Boley re same.
2/02/04	4.00	Antoinette Huerta	Draft correspondence and prepare depositions of P. Huffard, M. Scott and E. Stenger for delivery to counsel (2.0); assist with compiling documents for attorney review per D. Capozzola, E. Liebeler and M. Dulac (1.0); research and compile case information and documents re E-Z Mart, Price Chopper Foods, BHB and Larry's Foods (1.0).
2/02/04	4.90	Romana O Samad	Research cases and draft section for motion for continuance.
2/02/04	3.00	Thomas Augspurger	Preparation for and telephone

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			conference with G. Richards re potential adversary action (.5); research and draft adversary complaint for turnover of estate property (2.5).
2/02/04	.20	Laura Thomas	Office conference with D. Capozzola re DSD injunction appeal.
2/02/04	6.30	Greer N Shaw	Continue research re subject matter and personal jurisdiction issues implicated by action against retailer with whom Fleming had an exclusive supply arrangement (2.0); research re courts' interpretation and application of 28 U.S.C. Section 1334(e) and 28 U.S.C. Section 1409 (4.3).
2/02/04	5.30	Damian D Capozzola	Communications with R. Wynne, E. Liebeler, R. Rochford, M. Scott, and Farris plaintiffs counsel re hearing scheduling issues (.8); communications with L. Thomas re DSD appeal issues (.1); communications re Scozio's issues (.1); communications with T. Kramer re Miami discovery issues (.3); analysis of materials produced to DSD plaintiffs, prepare additional materials for production, and communications re same (2.3); correspondence with H. Martyn re DSD hearing issues (1.7).
2/02/04	.60	Sydne J Michel	Review and analyze subpoena re Affiliated Foods Southwest (.4); review and analyze related correspondence (.2).
2/02/04	.10	Sydne J Michel	Review correspondence re GLN settlement issues.
2/02/04	2.00	Sydne J Michel	Draft 30(b)(6) deposition outlines for GLN and Kimballs.
2/02/04	.20	Sydne J Michel	Draft correspondence to W. White re retailers' motion to compel.
2/03/04	2.00	Duy Q Doan	Repair corrupted disk drive containing

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			DTSSearchEmail data sent from client for attorney review.
2/03/04	.20	Erin N Brady	Update S. Kutnick re status of litigation claims.
2/03/04	1.00	Antoinette Huerta	Draft correspondence and prepare depositions of P. Huffard, M. Scott and E. Stenger for sending to counsel.
2/03/04	.40	Richard L Wynne	Telephone conference with M. Scott re DSD issues.
2/03/04	.20	Richard S Berger	Communications with C. Lhulier, S. McFarland and S. Cho re cancellation of hearing dates on Retailers Omnibus Motion.
2/03/04	.60	Richard S Berger	Multiple conferences with S. Michel re proposed settlement of Retailers Omnibus Motion and Fleming participation in settlement.
2/03/04	.50	Richard S Berger	Communications to and from R. Lapowsky and R. Wynne re settlement of Retailers Omnibus Motion.
2/03/04	8.00	Greer N Shaw	Review and analyze documents received from client pertinent to potential action against Fleming contract partner (6.5); revise draft complaint to incorporate change of venue (1.5).
2/03/04	10.50	Damian D Capozzola	Review and revise motion for continuance of DSD hearing, and communications re same (2.0); communications with opposing counsel re witness designations (.4); analysis of Bradford Plaza issues and communications re same (.3); communications re Scozio's issues (.1); review CDs and produced materials and prepare witness examination outlines for February 5 hearing (7.7).
2/03/04	.20	James B Ransom	Review and analyze memorandum re upcoming critical dates.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
2/03/04	1.10	Sydne J Michel	Respond to correspondence from R. Lapowsky and R. Berger re GLN/AWG settlement (.4); review and analyze proposed settlement (.4); telephone conference with B. Folse re settlement and accounts receivable issues (.3).
2/03/04	.20	Sydne J Michel	Draft memorandum to McAfee and Taft re status of retailer depositions.
2/03/04	.80	Sydne J Michel	Telephone conference with R. Tilley re AWG/GLN settlement issues (.2); review documents re accounts receivable issues proposed in settlement (.6).
2/04/04	.50	Edgar I Yep	Prepare documents to send electronically to Delaware re adversary matters.
2/04/04	6.50	Antoinette Huerta	Prepare evidentiary documents for production re Farris matter (3.0); prepare depositions for attorney distribution re P. Huffard, M. Scott and E. Stenger (1.5); research information re E-Z Mart re administrative claim issues (2.0).
2/04/04	3.60	Richard L Wynne	Telephone conference with T. Stenger and M. Scott re DSD settlement (.3); telephone conference with D. Capozzola re DSD settlement (.3); telephone conference with T. Stenger re settlement negotiations (.4); telephone conference with D. Capozzola re settlement negotiations (.3); telephone conference with opposing counsel re DSD settlement negotiations and with J. Sprayregen re settlement ideas (2.0); telephone conference with T. Stenger and M. Scott re DSD settlement constructs (.3).
2/04/04	3.10	Laura Thomas	Review and analyze record in DSD injunction appeal to prepare draft of appeal.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
2/04/04	4.30	Greer N Shaw	Complete review of documents pertinent to Fleming's relationship with retailer (2.5); review research results regarding Texas breach of contract and fraud causes of action (1.8).
2/04/04	13.90	Damian D Capozzola	Communications with J. Cotter, D. Alexander, M. Scott, and R. Rochford re witness hearing outlines, review and revise same, and otherwise prepare for February 5 hearing (10.3); settlement negotiations with opposing counsel and document settlement (3.6).
2/04/04	2.70	Sydne J Michel	Review contract documents for retailers re lease rejection issues in GLN settlement.
2/04/04	.10	Sydne J Michel	Draft memorandum to J. Zimmerman re Fox Foods' lease rejection issues.
2/05/04	1.00	Antoinette Huerta	Prepare deposition transcripts.
2/05/04	.30	Richard S Berger	Review communications from B. Folse and R. Tilley re settlement of Retailers Omnibus Motion.
2/05/04	2.00	Greer N Shaw	Review and analyze research regarding Texas breach of contract and fraud claims.
2/05/04	4.30	Damian D Capozzola	Negotiations with opposing counsel re DSD settlement and document same, and communications re settlement issues (2.5); prepare for and attend February 5 DSD hearing (1.3); communications with M. Scott re preference actions and deduction actions (.5).
2/05/04	1.10	Sydne J Michel	Review and respond to correspondence from B. Folse and R. Tilley re deposition notices for retailers re retailers' motion to compel (.6); review related pleadings (.5).
2/05/04	1.70	Sydne J Michel	Review documents re accounts receivables and DSD shipments re

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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			retailers' settlement issues.
2/05/04	.30	Sydne J Michel	Draft memorandum to L. Thomas re 5 Rivers' 9019 motion.
2/05/04	1.20	Sydne J Michel	Draft memorandum re Kelley Foods' 9019 motion and settlement issues.
2/05/04	.40	Sydne J Michel	Draft and respond to correspondence from R. Berger and R. Tilley re retailers' settlement issues.
2/06/04	.20	Shirley S Cho	Telephone conference with I. Kharasch re litigation matters.
2/06/04	7.50	Greer N Shaw	Revise draft complaint to incorporate analysis of documents received from client (3.1); research regarding Texas law action (1.2); research regarding timing and details of performance under, and termination of, supply contract (3.2).
2/06/04	2.70	Damian D Capozzola	Communications with T. Kramer re Food Value discovery (.3); communications and analysis re CHEP issues (.3); communications re DSD class settlement procedures (.1); analysis of Hawaiian software issues and communications with L. Smith and R. Tilley re same (1.2); research and communications re procedural issues re same (.8).
2/09/04	1.80	Allison Mayo Andrews	Prepare documents in response to Bedford Plaza's first request for production of documents to Fleming.
2/09/04	2.50	Antoinette Huerta	Assist with preparation of evidentiary documents re Bradford Plaza (1.0); research re E-Z Mart matter in preparation for 9019 motion (1.5).
2/09/04	.10	Shirley S Cho	Telephone conference with W. Disse re 9019.
2/09/04	4.80	Kenneth Robling	Conduct legal research re securities claims (2.1); analyze issues re

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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			securities claims and draft motion re same (2.7).
2/09/04	4.00	David Hernandez	Review SOFA/Schedules for information and list of current/former directors and officers re Fleming Company, including affiliates and subsidiaries (2.4); locate requested information, PDF and forward documents to requesting attorney re same (1.6).
2/09/04	.60	Marjon E Ghasemi	Review various documents in preparation of Farmlands Foods and Country Home Bakers complaint.
2/09/04	4.30	Green N Shaw	Revise draft complaint against retailer to incorporate all elements of breach of contract and fraud claims (3.3); communicate with D. Capozzola, L. Smith, and L. Hosoda re W. Berry claims and settlement strategy (1.0).
2/09/04	7.20	Damian D Capozzola	Communications re Target complaint and analysis re same (.6); analysis and correspondence re Bradford Plaza discovery, and prepare written responses re same (.7); analysis and communications re CHUP issues (.4); analysis of Hawaiian software issues and communications re same (4.5); analysis and communications re document retention issues (.4); communications re DSD settlement issues (.3); analysis of utility issues and communications re same (.3).
2/09/04	.50	Andrew J Groesch	Research lists of former and present directors and officers and send to R. Berger.
2/09/04	.30	Sydne J Michel	Review and analyze subpoena from AWG to Affilitate Foods Southwest re GLN/Kimballs documents.
2/10/04	1.30	James R Strohl	Review dockets from various bankruptcies re settlement agreements in adversary proceedings.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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2/10/04	.20	Laura Thomas	Office conference and telephone conference with A. Huerta re disposition of DSD documents.
2/10/04	2.30	Greer N Shaw	Revise draft complaint against retailer to incorporate comments of D. Capozzola and to change venue.
2/10/04	2.40	Damian D Capozzola	Review and revise Target complaint and communications re same (1.4); communications re Bradford Plaza production issues (.2); analysis and communications re retention issues (.1); analysis of Hawaiian software issues and communications re same (.5); analysis of and communications re subpoenas to vendor brokers (.2).
2/11/04	.30	Shirley S Cho	Review Best Yet reply to arbitration and email to S. McFarland re same.
2/11/04	.60	James R Strohl	Review bankruptcy dockets re settlement agreements in adversary proceedings.
2/11/04	.40	James R Strohl	Review K-mart docket re settlement agreement with Fleming company.
2/11/04	1.50	Greer N Shaw	Communicate with D. Bickford re revisions to draft complaint (.3); revise draft complaint to incorporate comments (1.2).
2/11/04	.10	Damian D Capozzola	Communications re DSD settlement issues.
2/12/04	3.50	Allison Mayo Andrews	Review of incoming case documents received from PRG Shultz; conference with attorney re same; (2.5) review case documents re Price Choppers (1.0)
2/12/04	.50	Raymond F Roman	Team meeting re task strategy.
2/12/04	.30	Richard L Wynne	Analyze chart of objections to refinance (.2); analyze letter to W. Cohen re D&O investigation (.1).

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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2/12/04	.50	James R Strohl	Review brief re cite checking documents.
2/12/04	.80	Damian D Capozzola	Communications and analysis re Hawaiian software issues (.5); communications re DSD settlement issues (.3).
2/13/04	6.00	Antoinette Huerta	Research, compile and assemble, all documents and disks produced re Price Chopper Foods to be sent to arbitration counsel.
2/13/04	6.50	Raymond F Roman	Review and organize case information from data base in preparation of class action complaint binders for attorneys A. McKinnon and M. Dulac.
2/13/04	.80	Denise Wymore	Review email from S. Cho re opposition (.1); pacer search re same (.6); email to S. Cho forwarding same (.1).
2/13/04	.60	Michael G Najjarpour	Locate relevant ERATA pages in specific motion.
2/13/04	.40	Greer N Shaw	Communicate with B. Folse et al. re draft complaint against retailer.
2/13/04	.10	Damian D Capozzola	Communications and analysis re Hawaiian software issues.
2/13/04	.40	Andrew J Groesch	Multiple telephone conferences with L. Chang re settlement template and status of entity as a Debtor.
2/14/04	.10	Damian D Capozzola	Communications and analysis re Hawaiian software issues.
2/15/04	4.50	Raymond F Roman	Review and organize case information from data base in preparation of class action complaint binders for attorneys A. MacKinnon and M. Dulac.
2/16/04	4.70	Greer N Shaw	Communicate with B. Folse and D. Bickford re draft complaint against vendor (1.0); revise draft complaint to incorporate comments of B. Folse and D. Bickford (3.7).

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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2/16/04	.20	Damian D Capozzola	Communications and analysis re Hawaiian software issues.
2/16/04	6.80	Eric C Liebeler	Review and analyze CHEP adversary (6.1); review and analyze consolidation issues (.7).
2/17/04	3.00	Edgar I Yep	Search for and compile evidentiary documents to be used as exhibits in upcoming complaint re Target (2.0); search on court docket and compile documents re Zurich, Travelers and Hartford for J. Ransom (1.0).
2/17/04	7.50	Antoinette Huerta	Prepare materials to send to counsel re Price Chopper Foods (2.5); research information re Hartford, Travelers and Zurich (1.0); research re Del Monte / Heinz (3.5); research case information re expert information (.5).
2/17/04	.20	Shirley S Cho	Research facts for Target complaint.
2/17/04	.20	James R Strohl	E-mail correspondence with K. Fuhrman and A. Groesch re payment of vendor invoice.
2/17/04	1.50	Greer N Shaw	Communicate with B. Folse, D. Bickford, and D. Capozzola re draft complaint against retailer (.5); revise draft complaint to incorporate comments raised in discussion (.7); communicate with E. Yep re exhibits to draft complaint (.3).
2/17/04	3.20	Damian D Capozzola	Communications and analysis re Target complaint, and review and revise same (2.4); communications re CHEP constructive trust issues (.1); communications with M. Gage re document retention issues (.1); communications with M. Scott and L. Smith re Hawaiian software issues (.6).
2/17/04	6.10	Eric C Liebeler	Edit Target complaint (3.1); revise and edit consolidation motion (1.2); review

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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			Dunigan Fuels papers (1.5); discuss with S. Cho (.3).
2/17/04	1.50	James B Ransom	Review and analyze Zurich motion to dismiss complaint for avoidance and recovery of preferential transfers.
2/17/04	1.60	Sydne J Michel	Review and analyze correspondence re 9019 motion for Grace Foods (.2); review related pleadings and contract documents (1.4).
2/17/04	.70	Sydne J Michel	Respond to correspondence re Fox Foods' 9019 motion (.1); review and analyze related pleadings and contract documents (.6).
2/18/04	4.50	Antoinette Huerta	Prepare materials to send to counsel re arbitration.
2/18/04	1.30	Greer N Shaw	Revise draft complaint to incorporate comments of E. Liebler (.8); review and analyze retailer's objection to Fleming's motion for approval of sale to C&S, and communicate with D. Capozzola re same (.5).
2/18/04	2.80	Damian D Capozzola	Review and revise Target complaint, and communications re same (2.1); communications re Sara Lee and Farris Produce DSD settlements (.3); communications re Scozio's matter (.4).
2/18/04	.70	Sydne J Michel	Draft correspondence to S. McFarland, R. Berger and D. Capozzola re retailers' motion to compel (.2); draft memorandum re status of retailers' case (.5).
2/18/04	.30	Sydne J Michel	Review and analyze notice of withdrawal in Fox Foods and related documents.
2/19/04	.50	Steven R Kotarba	Finalize stipulation re Columbia Marketing.
2/19/04	3.50	Antoinette Huerta	Prepare Price Chopper case materials for sending to counsel re arbitration.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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2/19/04	1.50	James R Strohl	Create service list re terminated employee contracts.
2/19/04	1.10	Laura Thomas	Review correspondence files of Price Chopper's for transmittal to McAfee.
2/19/04	.30	Richard S Berger	Letter to all counsel in Greenwich declaratory relief case re service of documents.
2/19/04	.40	Richard S Berger	Review of responses in Greenwich declaratory relief case and memorandum to J. Hermes re missing AIG response.
2/19/04	.30	Richard S Berger	Review and analysis of reply to Greenwich amended counterclaim.
2/19/04	1.20	Greer N Shaw	Review draft complaint and local rules in preparation for filing.
2/19/04	3.70	Damian D Capozzola	Review and revise Target complaint and communications re same (1.2); research re statute of limitations issues (.7); analysis of OCP order and communications re same (.1); review and revise proposed DSD settlement and communications re same (1.5); communications re Acosta and Advantage subpoenas (.2).
2/19/04	1.60	Andrew J Groesch	Research backup to Fleming claim against Kmart (1.2); pull and distribute claim to team (.1); office conference with S. Kotarba re Dunigan fuels records (.3).
2/19/04	.20	Sydne J Michel	Draft memorandum to S. McFarland re February 24 and 27 hearing dates (.1); review correspondence from L. Jones re same (.1).
2/20/04	.40	Shirley S Cho	Review and provide comments to 9019 motion re termination of FSA agreements.
2/20/04	2.90	James R Strohl	Create spreadsheet re contact

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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			information for purchasers of Fleming assets.
2/20/04	5.80	Julia Galyen	Review and analyze conflicts searches re subsidiaries of adversary defendants (4.5); update master list re same (1.3).
2/20/04	.60	Laura Thomas	Review files to be sent to J. Bocock for Price Choppers.
2/20/04	1.00	Damian D Capozzola	Communications and analysis re Target adversary complaint (.7); communications and analysis re other calendaring and case management issues (.3).
2/20/04	1.50	Andrew J Groesch	Correspondence with S. Cho re drafting claim withdrawal template (.2); draft notice of proof of claim withdrawal template (1.3).
2/23/04	4.00	Antoinette Huerta	Prepare correspondence and materials to be sent to counsel re Price Chopper Foods re arbitration.
2/23/04	1.10	Shirley S Cho	Review and revise Price Chopper's stipulation (.3); telephone conference with S. McFarland re same (.1); email correspondence with J. Bocock re same (.2); review Dunigan settlement (.5).
2/23/04	.80	Laura Thomas	Exchange e-mails with S. Cho and J. Bocock re stipulation for Price Choppers (.2); review stipulation and send out to C. Kunz (.5); review letter to J. Bocock enclosing documents (.1).
2/23/04	.30	Richard S Berger	Review Lapowsky e-mail re problems with rejection notice re settlement of Omnibus Motion.
2/23/04	.40	Richard S Berger	Conference with R. Friedman re GLN settlement.
2/23/04	1.00	Damian D Capozzola	Review and revise Farris Produce DSD settlement papers and communications re

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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			same (.5); communications re Target lawsuit and research re same (.2); communications and analysis re Hawaiian software issues (.3).
2/23/04	.40	Sydne J Michel	Review and analyze correspondence from T. Slingluff and C. Ferry re AWI settlement (.3); draft memorandum to R. Tilley re same (.1).
2/24/04	.50	Edgar I Yep	Search document database for pleadings re Target (example of rights to intervene document), per D. Capozzola (.4); search for and send electronically Gorman settlement to C. Frost (.1).
2/24/04	.50	Christopher Frost	Draft letter to M. Boley re Gorman settlement and communicate with M. Boley re same.
2/24/04	1.00	Antoinette Huerta	Research and compile information re E-Z Mart.
2/24/04	.30	Shirley S Cho	Telephone conference with R. Mullis re litigation (.1); review summary re same (.2).
2/24/04	3.30	Richard L Wynne	Analyze Canadian counsel documents re foreign case issues on revenue rule (.3); analyze Hegenbarth motion to amend (.2); analyze objections to consolidation motion (.5); analyze 9019 motions for hearing (.4); revision of CHEP reply brief (.3); telephone conference with E. Liebeler re reply brief on CHEP (.2); telephone conference with A. Paris re case management order (.2); telephone conference with B. Roof and E. Liebeler re issues with CHEP litigation (.4); conference with E. Liebeler re CHEP argument (.3); revision of CHEP reply on preliminary injunction (.4); telephone conference with D. Capozzola re target intervention (.1).

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

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2/24/04	2.10	James R Strohl	Edit spreadsheet re pending litigation.
2/24/04	1.50	Marjon E Ghasemi	Draft third motion to extend removal period and order re same.
2/24/04	.30	Richard S Berger	Communications to and from M. Najjarpour re status of Fleming v. Jackson Capital litigation.
2/24/04	2.80	Damian D Capozzola	Prepare for and participate in communications with M. Scott and K. Fuhrman re DSD and Hawaiian software issues (.4); review and revise Farris DSD settlement and communications with M. Scott, E. Liebeler, and H. Martyn re same (.8); communications re Jubilee issues (.1); communications re Bradford Plaza issues (.3); communications re Hegenbarth issues (.4); communications re Target adversary proceeding (.3); draft Target discovery (.5).
2/24/04	5.50	Eric C Liebeler	Telephone conference re CHEP preliminary injunction (.4); edit CHEP preliminary injunction opposition (5.1).
2/24/04	2.10	Sydne J Michel	Telephone conference with R. Tilley re AWI settlement issues (.2); review and analyze settlement agreement and related contract documents (1.8); review correspondence from R. Tilley re same (.1).
2/24/04	.20	Sydne J Michel	Review issues re Kelly Foods' settlement.
2/25/04	1.00	Antoinette Huerta	Assist with updating military contracts matter with evidentiary documents (.5); research and compile information re E-Z Mart (.5).
2/25/04	.20	Shirley S Cho	Review letter and motion from K. Wilcher re defense costs.
2/25/04	.80	Richard L Wynne	Analyze CHEP reply brief (.4); analyze CHEP brief and conference call with E.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
			Liebeler and J. Hunter re same (.4).
2/25/04	.70	Richard L Wynne	Telephone conference with R. Friedman, Best Yet counsel, re continuance (.3); telephone conference with S. Cho re Barry Foods issues (.2); telephone conference with J. Stang re Barry Foods issues (.2).
2/25/04	2.00	James R Strohl	Edit chart re potential litigation.
2/25/04	2.90	Damian D Capozzola	Review and revise Farris DSD settlement and communications with Tech Department and H. Martyn re same (.2); analysis of and communications with M. Scott, T. Stenger, and E. Liebeler re mixed reclamation and DSD claims (.3); review and analysis of Hawaiian software issues and communications re same (.3); communications and analysis re Target complaint (.1); draft Target discovery and communications re same (1.9); communications re Sara Lee DSD settlement (.1).
2/25/04	2.50	Eric C Liebeler	Edit CHEP constructive trust preliminary injunction brief (2.0); conference call re same (.5).
2/25/04	.20	Sydne J Michel	Review and respond to correspondence re EZ-Mart 9019 motion.
2/26/04	.60	Christopher Frost	Draft proposed order re Khoury lift stay request.
2/26/04	2.10	Christopher Frost	Draft Rule 9019 Motion to approve the Gorman Foods settlement.
2/26/04	.30	Christopher Frost	Communicate with J. D'Anna re Patricia Hall's potential suit against Yes!Less Food Stores.
2/26/04	1.20	Shirley S Cho	Review 9019 motions (.8); telephone conference with W. Disse re same (.2); email correspondence with L. Thomas re Price Choppers stipulation (.2).

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
2/26/04	3.60	Richard L Wynne	Telephone conference with team re legal issues (1.0); telephone conference with B. Roof re CHEP hearing preparation (.4); telephone conference with E. Liebeler re CHEP hearing preparation (.2); preparation of joint status report and telephone conferences with J. Sprayregen re same (2.0).
2/26/04	.60	Damian D Capozzola	Communications and analysis re Target complaint (.1), DSD settlement (.1), Bradford Plaza (.1), military issues (.1), Hawaiian software issues (.1), and Hegenbarth issues (.1).
2/26/04	.60	Eric C Liebeler	Review filings made by Dunigan Fuels.
2/27/04	2.00	Allison Mayo Andrews	Review, process and collate incoming case documents.
2/27/04	3.50	Christopher Frost	Draft Rule 9019 Motion and Proposed Order re Gorman settlement.
2/27/04	2.00	Erin N Brady	Review CHEP USA case file (1.0); draft CHEP USA settlement motion (1.0).
2/27/04	.90	Shirley S Cho	Telephone conference with A. Paris and J. McMahon re EZ Mart (.2); review email from J. McMahon re same (.1); email correspondence with R. Saunders re settlement summaries needed (.2); email correspondence with R. Tilley and M. Ghasemi re settlement motions for filing (.3); email to L. Mandel re same (.1).
2/27/04	.90	Richard L Wynne	Telephone conference with M. Sharp, B. Roof and J. Hunter re CHEP issues.
2/27/04	1.00	Richard L Wynne	Telephone conference with B. Roof and J. Kayes re CHEP litigation and preparation and strategy (.5); preparation of W. Cohen reply (.5).
2/27/04	.20	Richard S Berger	Review memorandum from AWI re settlement of accounts receivable claims.

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Hours</u>	<u>Name</u>	<u>Description</u>
2/27/04	.40	Damian, D Capozzola	Communications and analysis re Hegenbarth issues (.1), DSD settlement issues (.1), Hawaiian software issues (.1), and Bradford Plaza issues (.1).
2/27/04	7.10	Eric C Liebeler	Review CHEP administrative claim (.5); prepare for CHEP preliminary injunction motion hearing (6.6).
2/29/04	1.80	Erin N Brady	Revise CHEP USA 9019 motion (.8); revise CHEP USA settlement order (.4); correspond with J. Hunter re terms of settlement (.2); analyze issues re 9019 motion (.4).
2/29/04	1.30	Shirley S Cho	Review and revise two settlement motions (1.0); review and revise Cruco settlement motion for filing (.3).
2/29/04	.70	Richard L Wynne	Analyze Albertsons opinion (.3); revision of CHEP settlement documents (.4).
2/29/04	5.50	Eric C Liebeler	Edit CHEP motion.
	332.20		TOTAL HOURS

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/09/03	GREENEBAUM DOLL & MCDONALD PLLC - Professional Fees - Attorney service re Flemings Co	117.88
12/30/03	Telephone call to: LOSANGELES,CA 213-680-8488	23.25
12/30/03	Telephone call to: LOSANGELES,CA 213-680-8488	5.64
12/30/03	Telephone call to: WILMINGTON,DE 302-467-4430	7.49
12/30/03	Telephone call to: LOSANGELES,CA 213-680-8242	5.65
12/30/03	Telephone call to: LOSANGELES,CA 213-680-8488	13.88
12/30/03	Telephone call to: BERKELEY,CA 510-847-5384	5.64
12/31/03	Telephone call to: LOSANGELES,CA 213-680-8488	22.47
12/31/03	Telephone call to: LOSANGELES,CA 213-680-8488	7.69
12/31/03	Telephone call to: LOSANGELES,CA 213-680-8488	23.53
1/02/04	West Publishing-TP,Database Usage 1.04	22.10
1/04/04	West Publishing-TP,Database Usage 1.04	67.68
1/05/04	Telephone call to: MIAMI,FL 305-205-9265	.84
1/05/04	Tabs/Indexes/Dividers	2.40
1/05/04	Tabs/Indexes/Dividers	2.80
1/05/04	Tabs/Indexes/Dividers	13.80
1/05/04	Tabs/Indexes/Dividers	6.00
1/06/04	Telephone call to: NEW YORK,NY 212-416-6356	1.76
1/06/04	Telephone call to: NEW YORK,NY 212-416-6356	1.66
1/06/04	West Publishing-TP,Database Usage 1.04	9.86
1/06/04	West Publishing-TP,Database Usage 1.04	14.79
1/07/04	West Publishing-TP,Database Usage 1.04	2.78
1/08/04	Fed Exp from: LOS ANGELES,CA	35.86
1/09/04	Binding	35.00
1/09/04	Fed Exp from: LOS ANGELES,CA	44.17
1/11/04	PARCELS/PHILADELPHIA - Information Broker Doc/Svcs, Documents regarding Case #01-18812 for M. Yapan, 1/16/04	92.00
1/12/04	Tabs/Indexes/Dividers	2.60

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
1/12/04	Tabs/Indexes/Dividers	3.00
1/13/04	GREENEBAUM DOLL & MCDONALD PLLC - Professional Fees - Attorney service February, 04	147.35
1/13/04	West Publishing-TP,Database Usage 1.04	4.67
1/15/04	Tabs/Indexes/Dividers	2.40
1/15/04	West Publishing-TP,Database Usage 1.04	15.85
1/15/04	West Publishing-TP,Database Usage 1.04	33.95
1/16/04	Fed Exp to: LOS ANGELES,CA	48.18
1/18/04	West Publishing-TP,Database Usage 1.04	42.76
1/19/04	Fed Exp to: CLEVELAND,OH	15.72
1/20/04	Telephone call to: OKLA CITY,OK 405-627-7428	.82
1/20/04	Binding	17.50
1/20/04	Tabs/Indexes/Dividers	5.00
1/20/04	Fed Exp to: WILMINGTON,DE	241.08
1/20/04	Fed Exp to: WILMINGTON,DE	195.60
1/20/04	Fed Exp to: WILMINGTON,DE	195.60
1/20/04	Fed Exp to: WILMINGTON,DE	130.40
1/20/04	Fed Exp to: WILMINGTON,DE	130.40
1/20/04	Fed Exp to: WILMINGTON,DE	163.00
1/20/04	West Publishing-TP,Database Usage 1.04	65.18
1/20/04	Overtime Meals Allison Mayo Andrews	9.00
1/21/04	Fed Exp to: WILMINGTON,DE	56.17
1/21/04	West Publishing-TP,Database Usage 1.04	.49
1/21/04	West Publishing-TP,Database Usage 1.04	25.01
1/22/04	West Publishing-TP,Database Usage 1.04	28.80
1/23/04	Telephone call to: HONOLULU,HI 808-524-3700	1.82
1/23/04	Binding	3.50
1/23/04	Tabs/Indexes/Dividers	4.50
1/23/04	Tabs/Indexes/Dividers	6.50
1/23/04	Postage	1.11
1/23/04	Fed Exp to: WILMINGTON,DE	26.62
1/23/04	Fed Exp to: KANSAS CITY,MO	25.64
1/23/04	Fed Exp to: PHILADELPHIA,PA	43.44
1/23/04	Fed Exp to: CHERRY HILL,NJ	26.62
1/23/04	Fed Exp to: SACRAMENTO,CA	8.83
1/23/04	Fed Exp to: TUCSON,AZ	8.83
1/23/04	Fed Exp to:CLERK OF COURT,FAIRFIELD,CA	8.83
1/23/04	Fed Exp to:CLERK OF COURT,TUCSON,AZ	8.83
1/24/04	Telephone call to: LOSANGELES,CA 213-248-1212	1.46
1/26/04	Fed Exp to: CLEVELAND,OH	17.19
1/26/04	Fed Exp to: WILMINGTON,DE	62.70
1/27/04	Telephone call to: PEABODY,MA	3.94

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	978-239-0310	
1/27/04	Telephone call to: BERKELEY,CA 510-847-5384	1.42
1/27/04	Fed Exp to: CLEVELAND,OH	10.44
1/27/04	Overtime Meals Mario Aguillon	9.00
1/27/04	Overtime Meals Allison Mayo Andrews	9.00
1/28/04	Telephone call to: NEW YORK,NY 212-508-1658	1.04
1/28/04	Telephone call to: NEW YORK,NY 212-909-6241	1.05
1/28/04	Telephone call to: NEW YORK,NY 212-508-1601	6.78
1/28/04	Tabs/Indexes/Dividers	2.80
1/29/04	Binding	3.50
1/29/04	Tabs/Indexes/Dividers	19.50
1/29/04	Tabs/Indexes/Dividers	2.00
1/29/04	Fed Exp to: CLEVELAND,OH	10.44
1/29/04	Fed Exp to: OKLAHOMA CITY,OK	29.83
1/29/04	Fed Exp to: OKLAHOMA CITY,OK	29.83
1/29/04	Fed Exp to: ELMWOOD PARK,IL	16.98
1/29/04	West Publishing-TP,Database Usage 1.04	21.10
1/30/04	West Publishing-TP,Database Usage 1.04	12.84
1/31/04	Fed Exp to: CLEVELAND,OH	56.17
1/31/04	Fed Exp to: NEW YORK,NY	17.03
1/31/04	LEXISNEXIS - Computer Database Research - LexisNexis Database Usage for January, 2004	174.39
2/01/04	Telephone call to: GRD PR,TX 214-647-7617	.50
2/01/04	Telephone call to: GRD PR,TX 214-647-7617	.50
2/01/04	Telephone call to: GRD PR,TX 214-647-7617	1.74
2/01/04	Telephone call to: GRD PR,TX 214-647-7617	5.48
2/01/04	AT&T TELECONFERENCE SERVICES - Telephone, Teleconference chgs., A. Paris, 1/04	85.83
2/01/04	Standard Copies	.10
2/01/04	Standard Copies	.80
2/01/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 02/06/04	2,029.84
2/01/04	Yolanda C Wallace - SECRETARY SUPPORT	200.84
2/02/04	Telephone call to: BRITTON,OK 405-841-8401	.50
2/02/04	Telephone call to: MIAMI,FL	1.00

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	305-416-9998	
2/02/04	Fax phone charge to 011-39094223522	1.90
2/02/04	Fax page charge to 302-652-1111	1.50
2/02/04	Fax page charge to 202-965-3063	1.50
2/02/04	Fax page charge to 212-822-5411	1.50
2/02/04	Fax page charge to 212-822-5411	.75
2/02/04	Fax page charge to 216-861-4703	.75
2/02/04	Fax page charge to 305-416-6848	.75
2/02/04	Fax page charge to 212-530-5219	1.50
2/02/04	Fax page charge to 216-861-4703	1.50
2/02/04	Fax page charge to 011-39094223522	.75
2/02/04	Fax page charge to 916-851-3770	1.50
2/02/04	Fax page charge to 212-530-5219	.75
2/02/04	Standard Copies	.70
2/02/04	Standard Copies	.60
2/02/04	Standard Copies	.10
2/02/04	Standard Copies	3.30
2/02/04	Standard Copies	4.20
2/02/04	Standard Copies	.70
2/02/04	Standard Copies	60.80
2/02/04	Standard Copies	.20
2/02/04	Standard Copies	1.80
2/02/04	Standard Copies	1.20
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2/02/04	Standard Copies	35.50
2/02/04	Standard Copies	.20
2/02/04	Standard Copies	.80
2/02/04	Standard Copies	.30
2/02/04	Standard Copies	.80
2/02/04	Standard Copies	.60
2/02/04	Standard Copies	.50
2/02/04	Standard Copies	1.50
2/02/04	Standard Copies	5.80
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2/02/04	Standard Copies	9.20
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2/02/04	Scanned Images	6.45
2/02/04	Scanned Images	1.65
2/02/04	Standard Copies NY	9.60
2/02/04	Postage	.37
2/02/04	Fed Exp to: CLERK OF COURT, HACKENSACK, NJ	10.49
2/02/04	Fed Exp to: WILMINGTON, DE	83.49
2/02/04	Fed Exp to: WILMINGTON, DE	83.49
2/02/04	Fed Exp to: WILMINGTON, DE	83.49

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/02/04	Fed Exp to: WILMINGTON,DE	83.49
2/02/04	Fed Exp to: WILMINGTON,DE	88.49
2/02/04	Fed Exp to: WILMINGTON,DE	83.49
2/02/04	Fed Exp to: WILMINGTON,DE	83.49
2/02/04	Fed Exp to: NEW YORK,NY	22.33
2/02/04	Fed Exp to: DALLAS,TX	19.37
2/02/04	Fed Exp to: HOUSTON,TX	38.40
2/02/04	Fed Exp to: HOUSTON,TX	38.40
2/02/04	Fed Exp to: CLEVELAND,OH	10.49
2/02/04	Fed Exp to: HOUSTON,TX	38.40
2/03/04	Telephone call to: DALLAS,TX 214-725-0872	.75
2/03/04	Damian Capozzola, Telephone While Traveling, 02/03/04, (Hearing)	15.00
2/03/04	Damian Capozzola, Internet Access, 02/03/04, (Hearing)	9.95
2/03/04	Telephone call to: DALLAS NE,TX 972-906-1120	.50
2/03/04	Telephone call to: TREMONTON,UT 801-257-1840	.50
2/03/04	Fax page charge to 212-822-5411	.75
2/03/04	Fax page charge to 215-568-6603	.75
2/03/04	Fax page charge to 302-467-4450	.75
2/03/04	Standard Copies	11.60
2/03/04	Standard Copies	1.40
2/03/04	Standard Copies	.40
2/03/04	Standard Copies	1.40
2/03/04	Standard Copies	.10
2/03/04	Standard Copies	.10
2/03/04	Standard Copies	.30
2/03/04	Standard Copies	.10
2/03/04	Standard Copies	6.60
2/03/04	Standard Copies	.30
2/03/04	Standard Copies	3.80
2/03/04	Standard Copies	.70
2/03/04	Standard Copies	.70
2/03/04	Standard Copies	.40
2/03/04	Standard Copies	.40
2/03/04	Standard Copies	.20
2/03/04	Standard Copies	.40
2/03/04	Standard Copies	1.10
2/03/04	Standard Copies	.30
2/03/04	Standard Copies	.60
2/03/04	Standard Copies	.60
2/03/04	Standard Copies	1.80
2/03/04	Standard Copies	109.40

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/03/04	Standard Copies	41.50
2/03/04	Scanned Images	.45
2/03/04	Scanned Images	.30
2/03/04	Scanned Images	.45
2/03/04	Fed Exp to: NEW YORK CITY,NY	34.18
2/04/04	Damian Capozzola, Internet Access, 02/04/04, (Hearing)	9.95
2/04/04	Telephone call to: EASTERN,MD 410-580-4549	.50
2/04/04	Telephone call to: STATE OF,DE 302-559-3679	.50
2/04/04	Telephone call to: STATE OF,DE 302-778-6426	.75
2/04/04	Telephone call to: NORTHEAST,PA 570-344-1266	.50
2/04/04	Fax page charge to 215-851-8383	.75
2/04/04	Standard Copies	408.80
2/04/04	Standard Copies	222.00
2/04/04	Standard Copies	1.50
2/04/04	Standard Copies	.40
2/04/04	Standard Copies	.80
2/04/04	Standard Copies	.20
2/04/04	Standard Copies	.10
2/04/04	Standard Copies	.80
2/04/04	Standard Copies	.10
2/04/04	Scanned Images	7.35
2/04/04	Scanned Images	.60
2/04/04	Scanned Images	2.25
2/04/04	Scanned Images	3.45
2/04/04	Scanned Images	3.45
2/04/04	Scanned Images	4.05
2/04/04	Scanned Images	.60
2/04/04	Scanned Images	2.10
2/04/04	Fed Exp to:MATTHEWW MORRIS,NEW YORK,NY from:STEVE BLEDSDE	37.42
2/04/04	Fed Exp to:JULIE M SKIDMORE,DETROIT,MI from:STEVE BLEDSOE	34.78
2/05/04	Standard Copies	1.00
2/05/04	Standard Copies	2.70
2/05/04	Damian Capozzola, cabfare, Delaware, 02/05/04, (Hearing)	10.00
2/06/04	Telephone call to: MIAMI,FL 305-416-9998	.50
2/06/04	Telephone call to: CHICAGO,IL 312-876-8025	.50
2/06/04	Telephone call to: LITTLEROCK,AR	4.24

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/06/04	501-688-8800 Telephone call to: OAHU, HI 808-539-8700	1.25
2/06/04	Standard Copies	.30
2/06/04	Standard Copies	.20
2/06/04	Scanned Images	1.35
2/06/04	Scanned Images	1.35
2/06/04	Overtime Transportation, J. Strohl, 12/30/03	12.50
2/09/04	Telephone call to: DETROIT, MI 313-393-7331	.50
2/09/04	Telephone call to: DETROIT, MI 313-393-7331	1.99
2/09/04	Telephone call to: WILMINGTON, DE 302-428-3181	1.00
2/09/04	Telephone call to: BYRON, OK 405-474-5660	.50
2/09/04	Telephone call to: OAHU, HI 808-539-8700	.75
2/09/04	Telephone call to: OAHU, HI 808-539-8700	.50
2/09/04	Telephone call to: OAHU, HI 808-539-8700	1.00
2/09/04	Telephone call to: OAHU, HI 808-524-3700	3.49
2/09/04	Telephone call to: OAHU, HI 808-539-8700	3.24
2/09/04	Fax phone charge to 808-524-3838	1.49
2/09/04	Fax page charge to 808-524-3838	11.25
2/09/04	Standard Copies	29.00
2/09/04	Standard Copies	1.50
2/09/04	Standard Copies	1.80
2/09/04	Standard Copies	8.00
2/09/04	Standard Copies	14.40
2/09/04	Standard Copies	.40
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2/09/04	Scanned Images	1.95
2/09/04	Scanned Images	.15
2/09/04	Scanned Images	.15
2/09/04	Scanned Images	.15
2/09/04	Fed Exp to: JEFFREY KURTZMAN, PHILADELPHIA, PA from: ALLISON ANDREWS	15.79
2/09/04	Fed Exp to: RICHARD COBB, WILMINGTON, DE from: ALLISON ANDREWS	15.79
2/09/04	Overtime Meals Allison Mayo Andrews	9.00

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/09/04	Yolanda C Wallace - SECRETARY SUPPORT	163.18
2/10/04	Telephone call to: NEWYORKCTY,NY 212-416-8220	3.53
2/10/04	Standard Copies	.10
2/10/04	Scanned Images	1.20
2/10/04	Scanned Images	2.40
2/10/04	Scanned Images	1.65
2/10/04	Scanned Images	.45
2/10/04	Scanned Images	.45
2/10/04	Fed Exp to:STEVE BLEDSOE,LOS ANGELES,CA from:PAUL HUFFARD	9.25
2/10/04	J&J COURT TRANSCRIBERS, INC. - Court Reporter Fee/Deposition - Hearing transcript for 8/14/03	161.10
2/11/04	Fax page charge to 313-393-7449	1.50
2/11/04	Fax page charge to 313-731-1560	2.25
2/11/04	Fax page charge to 214-840-2180	2.25
2/11/04	Standard Copies	1.00
2/11/04	Scanned Images	.90
2/11/04	Scanned Images	1.35
2/11/04	Fed Exp to:STEVE BLEDSOE,LOS ANGELES,CA from:TED STENGER	10.06
2/12/04	Fed Exp to:MATT MORRIS, ESQ.,NEW YORK,NY from:ED YEP	18.88
2/13/04	Standard Copies	29.60
2/13/04	Standard Copies	300.60
2/13/04	Standard Copies	2.60
2/13/04	Scanned Images	1.80
2/13/04	Scanned Images	1.80
2/13/04	Scanned Images	3.75
2/13/04	Scanned Images	6.15
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2/13/04	Scanned Images	3.45
2/13/04	Scanned Images	2.70
2/13/04	Scanned Images	1.65
2/13/04	Scanned Images	2.25
2/14/04	GENESYS CONFERENCING, INC. - Telephone - 01/19/04 Conference call	22.51
2/14/04	GENESYS CONFERENCING, INC. - Telephone - 02/09/04 Conference call	23.34
2/15/04	ACE MESSENGER & ATTORNEY SERVICE, INC. - Outside Messenger Services - 2/02/04 Residence of Eric Liebler, Rancho Park, CA	36.50
2/15/04	ADMINISTRATIVE SERVICES COOPERATIVE, INC	114.31

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
	- Local Transportation - 02/09/04 - FROM: WORK / TO: HOME	
2/15/04	MATRIX LEGAL, LLC. - Outside Paralegal Assistance San Diego, Neal w/e 02/15/04	157.50
2/16/04	Telephone call to: WILMINGTON, DE 302-428-3181	.50
2/17/04	Telephone call to: OAHU, HI 808-539-8700	.75
2/17/04	Telephone call to: DALLAS, TX 214-969-4900	.50
2/17/04	Standard Copies	6.30
2/17/04	Standard Copies	.60
2/17/04	Standard Copies	.10
2/17/04	Standard Copies	.10
2/17/04	Standard Copies	1.70
2/17/04	Scanned Images	1.05
2/17/04	Scanned Images	1.05
2/17/04	Scanned Images	1.35
2/18/04	Telephone call to: GRD PR, TX 214-647-7500	1.00
2/18/04	Telephone call to: DALLAS NE, TX 972-906-2180	1.25
2/18/04	Telephone call to: DALLAS, TX 214-220-7787	2.24
2/18/04	Telephone call to: OMAHA, NE 402-341-3070	1.00
2/18/04	Standard Copies	.70
2/19/04	Telephone call to: NEWORLEANS, LA 504-584-9253	.50
2/19/04	Standard Copies	2.60
2/19/04	Standard Copies	.20
2/19/04	Standard Copies	2.60
2/19/04	Standard Copies	3.90
2/19/04	Standard Copies	5.00
2/19/04	Standard Copies	.10
2/19/04	Scanned Images	4.95
2/19/04	Scanned Images	2.40
2/19/04	Scanned Images	2.40
2/19/04	Scanned Images	.90
2/19/04	Scanned Images	.75
2/19/04	Scanned Images	.60
2/19/04	Scanned Images	.90
2/19/04	Scanned Images	.75
2/19/04	Scanned Images	.30
2/19/04	Scanned Images	.30
2/19/04	Postage	3.33

The Fleming Company
 Legal Services for the Period Ending February 29, 2004
 March 25, 2004

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/19/04	Overtime Meals Allison Mayo Andrews	9.00
2/20/04	Standard Copies	.10
2/20/04	Standard Copies	1.20
2/20/04	Scanned Images	.30
2/20/04	Scanned Images	.30
2/23/04	Telephone call to: OKLA CITY,OK 405-552-2256	.50
2/23/04	Telephone call to: SE CENTRAL,NJ 732-499-3787	4.48
2/23/04	Standard Copies	.40
2/23/04	Standard Copies	.40
2/23/04	Standard Copies	.10
2/23/04	Standard Copies	5.80
2/23/04	Standard Copies	1.20
2/23/04	Standard Copies	2.90
2/23/04	Fed Exp to:JOSEPH BOCKOCK,OKLAHOMA CITY,OK from:ANTONIETTA THERTA	67.37
2/24/04	Telephone call to: WASHINGTON,DC 202-638-6600	1.00
2/24/04	Telephone call to: DALLAS NE,TX 972-906-1120	1.99
2/24/04	Telephone call to: WILMINGTON,DE 302-658-9200	.50
2/24/04	Telephone call to: CLEVELAND,OH 216-861-4700	.50
2/24/04	Telephone call to: CLEVELAND,OH 216-861-4700	.75
2/24/04	Telephone call to: BRITTON,OK 405-841-8287	1.49
2/24/04	Fax page charge to 310-201-0760	4.50
2/24/04	Standard Copies	8.90
2/24/04	Standard Copies	2.90
2/24/04	Postage	1.52
2/25/04	Telephone call to: DALLAS NE,TX 972-906-2180	.50
2/25/04	Fax phone charge to 405-841-8149	2.74
2/25/04	Fax page charge to 405-841-8149	18.00
2/25/04	Standard Copies	82.00
2/25/04	Standard Copies	2.00
2/26/04	Standard Copies	.10
2/26/04	Standard Copies	.20
2/26/04	Standard Copies	.30
2/27/04	Standard Copies	1.30
	Total Expenses	\$ 8,648.29